CERTIFICATION OF LEAD PLAINTIFF
PURSUANT TO FEDERAL SECURITIES LAWS

I, Roy Behren, as Chief Compliance Officer for Westchester Capital Management, Inc. ("Westchester Capital) and Green & Smith Investment Management L.L.C. (G&S), declare as follows:

1. Westchester Capital is the Adviser to and has full discretion and controls all investments made by The Merger Fund and The Merger Fund VL. G&S is the Adviser to and has full discretion and controls all investments made by the GS Master Trust, MSS Merger Arbitrage 2, and Institutional Benchmarks Series (Master Feeder) Limited. Each of these funds (the "Funds") invested in Leap Wireless International, Inc. (NASDAQ: LEAP) ("Leap Wireless").

2. I am the Chief Compliance Officer of Westchester Capital and G&S and am authorized to undertake all acts on their behalves, and therefore on behalf of the Funds, including the right to commence legal actions on their behalves and the right to seek to serve as lead plaintiff in an action brought pursuant to the federal securities laws.

3. I have reviewed a copy of a complaint filed in this action.

4. The Funds did not purchase the security that is the subject of this action (LEAP) at the direction of counsel or in order to participate in any private action arising under the Private Securities Litigation Reform Act.

5. Westchester Capital and G&S are willing to serve as representative parties on behalf of a class and I will testify at deposition and trial, if necessary.

6. The Funds' transactions in the security that is the subject of this litigation during the relevant period are set forth on the attached sheets.

7. Westchester Capital has served as a representative party on behalf of a class in one case during the last three years, Kaplan v. IMAX Corp. et al., Civil Action No. 06-06128 (SDNY)(NRB). Neither Westchester Capital nor G&S has sought to serve as a representative party in any other case in the last three years.

8. Westchester Capital and G&S will not accept any payment for serving as representative parties, except to receive each Fund's pro rata share of any recovery or as ordered or approved by the Court or any award by the Court of reasonable costs and expenses (including lost wages) directly relating to representation of the class.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: January 16, 2008

Signed: ______________________
Roy Behren
Chief Compliance Officer

Leap Wireless
From 01-01-07 To 01-09-08

Tran Code	Trade Date	Security	Cost/ Share	Dollar Amount	Quantity
GS Master Trust					
by	9/4/2007	Leap Wireless International, Inc.	83.13	1,738,197	20,900
by	9/7/2007	Leap Wireless International, Inc.	80.10	961,680	12,000
sl	9/25/2007	Leap Wireless International, Inc.	80.00	351,830	4,400
sl	9/27/2007	Leap Wireless International, Inc.	81.00	145,723	1,800
sl	10/3/2007	Leap Wireless International, Inc.	84.18	361,850	4,300
sl	10/4/2007	Leap Wireless International, Inc.	83.56	167,027	2,000
sl	10/5/2007	Leap Wireless International, Inc.	77.77	244,834	3,150
sl	10/9/2007	Leap Wireless International, Inc.	77.66	85,389	1,100
sl	10/16/2007	Leap Wireless International, Inc.	72.84	138,327	1,900
sl	10/16/2007	Leap Wireless International, Inc.	72.43	137,539	1,900
sl	11/28/2007	Leap Wireless International, Inc.	34.34	12,004	350
sl	11/28/2007	Leap Wireless International, Inc.	34.34	118,320	3,450
sl	11/30/2007	Leap Wireless International, Inc.	35.50	20,392	575
sl	12/5/2007	Leap Wireless International, Inc.	37.02	295,021	7,975
Institutional Benchmarks Series (Master Feeder) Limited					
by	9/4/2007	Leap Wireless International, Inc.	83.13	648,705	7,800
by	9/7/2007	Leap Wireless International, Inc.	80.10	336,588	4,200
sl	9/25/2007	Leap Wireless International, Inc.	80.00	103,950	1,300
sl	9/27/2007	Leap Wireless International, Inc.	81.00	80,957	1,000
sl	10/3/2007	Leap Wireless International, Inc.	84.18	134,642	1,600
sl	10/4/2007	Leap Wireless International, Inc.	83.56	66,811	800
sl	10/5/2007	Leap Wireless International, Inc.	77.77	69,953	900
sl	10/9/2007	Leap Wireless International, Inc.	77.66	31,051	400
sl	10/16/2007	Leap Wireless International, Inc.	72.84	50,963	700
sl	10/16/2007	Leap Wireless International, Inc.	72.43	50,672	700
sl	11/28/2007	Leap Wireless International, Inc.	34.34	13,718	400
sl	11/28/2007	Leap Wireless International, Inc.	34.34	34,296	1,000
sl	11/30/2007	Leap Wireless International, Inc.	35.50	7,093	200
sl	12/5/2007	Leap Wireless International, Inc.	37.02	110,980	3,000
MSS Merger Arbitrage 2					
by	9/4/2007	Leap Wireless International, Inc.	83.13	83,167	1,000
by	9/7/2007	Leap Wireless International, Inc.	80.10	48,084	600
sl	10/2/2007	Leap Wireless International, Inc.	83.59	25,067	300
sl	10/3/2007	Leap Wireless International, Inc.	84.18	16,830	200
sl	10/4/2007	Leap Wireless International, Inc.	83.56	8,351	100
sl	10/5/2007	Leap Wireless International, Inc.	77.77	11,659	150
sl	10/9/2007	Leap Wireless International, Inc.	77.66	3,881	50
sl	10/16/2007	Leap Wireless International, Inc.	72.84	7,280	100
sl	10/16/2007	Leap Wireless International, Inc.	72.43	7,239	100
sl	11/28/2007	Leap Wireless International, Inc.	34.34	6,859	200
sl	11/30/2007	Leap Wireless International, Inc.	35.50	887	25
sl	12/5/2007	Leap Wireless International, Inc.	37.02	13,872	375
The Merger Fund					

by	9/4/2007	Leap Wireless International, Inc.	83.13	6,578,533	79,100
by	9/6/2007	Leap Wireless International, Inc.	83.83	8,385,840	100,000
by	9/7/2007	Leap Wireless International, Inc.	81.19	6,903,436	85,000
by	9/7/2007	Leap Wireless International, Inc.	80.10	2,660,648	33,200
by	9/11/2007	Leap Wireless International, Inc.	80.20	4,012,000	50,000
by	9/13/2007	Leap Wireless International, Inc.	75.50	2,266,200	30,000
sl	9/18/2007	Leap Wireless International, Inc.	77.00	2,308,831	30,000
sl	9/21/2007	Leap Wireless International, Inc.	85.21	255,634	3,000
sl	9/25/2007	Leap Wireless International, Inc.	80.00	1,543,253	19,300
sl	9/27/2007	Leap Wireless International, Inc.	81.00	2,169,647	26,800
sl	9/27/2007	Leap Wireless International, Inc.	81.00	1,578,661	19,500
sl	10/2/2007	Leap Wireless International, Inc.	83.59	392,714	4,700
sl	10/3/2007	Leap Wireless International, Inc.	84.18	3,719,479	44,200
sl	10/4/2007	Leap Wireless International, Inc.	83.56	1,837,302	22,000
sl	10/5/2007	Leap Wireless International, Inc.	77.77	489,669	6,300
sl	10/9/2007	Leap Wireless International, Inc.	77.66	256,168	3,300
sl	10/9/2007	Leap Wireless International, Inc.	77.66	784,031	10,100
sl	10/16/2007	Leap Wireless International, Inc.	72.84	1,610,782	22,125
sl	10/16/2007	Leap Wireless International, Inc.	72.43	1,601,604	22,125
sl	11/28/2007	Leap Wireless International, Inc.	34.34	1,051,165	30,650
sl	11/28/2007	Leap Wireless International, Inc.	34.34	471,567	13,750
sl	11/30/2007	Leap Wireless International, Inc.	35.50	233,174	6,575
sl	12/5/2007	Leap Wireless International, Inc.	37.02	476,288	12,875
sl	12/5/2007	Leap Wireless International, Inc.	37.02	1,849,662	50,000
sl	12/5/2007	Leap Wireless International, Inc.	37.02	1,109,797	30,000
The Merger Fund VL					
by	9/4/2007	Leap Wireless International, Inc.	83.13	99,801	1,200
sl	10/3/2007	Leap Wireless International, Inc.	84.18	16,830	200
sl	10/4/2007	Leap Wireless International, Inc.	83.56	8,351	100
sl	10/9/2007	Leap Wireless International, Inc.	77.66	3,881	50
sl	10/16/2007	Leap Wireless International, Inc.	72.84	12,741	175
sl	10/16/2007	Leap Wireless International, Inc.	72.43	12,668	175
sl	11/28/2007	Leap Wireless International, Inc.	34.34	6,859	200
sl	11/30/2007	Leap Wireless International, Inc.	35.50	887	25
sl	12/5/2007	Leap Wireless International, Inc.	37.02	10,173	275